

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)
DEPHI CORPORATION, et al.,) Chapter 11
Debtor.) Case No. 05-44481 (RDD)
)
)
)
)
) (Jointly Administered)

NOTICE REGARDING TRANSFER OF CLAIM NO. 2548
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 3001(e)(2)

1. TO: **PBR AUSTRALIA PTY LTD** ("Transferor")
P.O. Box 176
Bentleigh East VI 3165
Australia
Attn: Peter Valentine
Telephone: 6 3 9575 2200

2. Please take notice of the transfer of your right, title, and interest in and to the allowed, general, unsecured, non-priority claim, as evidenced by proof of claim No. 2548 date-stamped on April 5, 2006, against Delphi Automotive Systems LLC, a debtor and debtor in possession in the above-captioned case, to the extent of \$214,885.31 (such proof of claim, as amended, attached hereto as Exhibit A), has been transferred, pursuant to the terms of Evidence of Transfer of Claims (attached hereto as Exhibit B) to:

MERRILL LYNCH CREDIT PRODUCTS, LLC ("Transferee")
4 World Financial Center, 7th Floor
New York, NY 10080
Attn: Ron Torok
Telephone: 212-449-4969

Please take notice that the Transferor had previously transferred \$123,916.67 of claim (relating to proof of claim No. 2548) to Transferee. The current transfer of \$214,885.31 is an additional separate transfer relating to proof of claim No. 2548.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

..
FILE A WRITTEN OBJECTION TO THE TRANSFER with:

United States Bankruptcy Court
Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

..
SEND A COPY OF YOUR OBJECTION TO THE TRANSFeree.

..
Refer to **INTERNAL CONTROL NO. _____** in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFeree WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2006.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent Transferee Debtor's Attorney

Deputy Clerk

EXHIBIT A

Proof of Claim for Claim No. 2548

FORM B10 (Official Form 10) (10/05)

 Date stamp apply to this document
 No self addressed stamped envelope
 No copy to return

UNITED STATES BANKRUPTCY COURT Southern		DISTRICT OF New York	PROOF OF CLAIM
Name of Debtor Delphi Automotive Systems LLC		Case Number 05-44640	Claim #02548 USC SDNY Delphi Corporation, et al 05-44181 (RDD)
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): PBR Australia Pty. Ltd.		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: PBR Australia Pty. Ltd. Attn: Peter Valentine, P.O. Box 176 Bentleigh East VI 3165 Australia Telephone number: 6 3 9575 2200		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
Last four digits of account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. Basis for Claim <p><input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____</p> <p><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)</p>			
2. Date debt was incurred: prepetition		3. If court judgment, date obtained:	
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.			
Unsecured Nonpriority Claim \$ 562,192.18			
<input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.			
Unsecured Priority Claim <p><input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority.</p> <p>Amount entitled to priority \$ _____</p> <p>Specify the priority of the claim:</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).</p>			
Secured Claim <p><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).</p> <p>Brief Description of Collateral:</p> <p><input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____</p> <p>Value of Collateral: \$ _____</p> <p>Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____</p> <p><input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).</p>			
<small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>			
5. Total Amount of Claim at Time Case Filed: \$ 562,192.18 0 0 \$ 562,192.18 <small>(unsecured) (secured) (priority) (total)</small>			
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.			
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date May 11, 2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <i>Peter Valentine</i>		
<small>This space is for Court Use Only</small>			
<small>Peter Valentine</small>			
<small>CLERK'S OFFICE, U.S. BANKRUPTCY COURT, NEW YORK CITY USC SDNY</small>			
<small>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</small>			



APPENDIX TO PBR AUSTRALIA LLC PROOF OF CLAIM

PBR Australia Pty. Ltd. ("PBR Australia") holds pre-petition claims against Delphi Automotive Systems LLC ("Delphi Automotive" or the "Debtor") as set forth in the attached Proof of Claim (the "Claim").

Upon information and belief, documents supporting the Claim are in the possession of Delphi Automotive. The numerous invoices, purchase orders, contracts and other supporting documents are too voluminous to attach to the Claim. However, PBR Australia has attached hereto a summary of its Claim, including a breakdown of its setoff claim, which has already been submitted to Delphi Automotive.

PBR Australia is a party to various pre-petition agreements and arrangements with Delphi Automotive, pursuant to which PBR Australia could be deemed to hold a prepetition claim on account of claims that are not currently liquidated, or which remain contingent. A summary of all potential unliquidated contingent claims would be unduly burdensome, if not impossible. PBR Australia reserves all of its rights with respect to claims under its agreements or arrangements with Delphi Automotive or any of the Debtors.

PBR Australia further reserves its rights to amend, modify or supplement this proof of claim at any time, including, without limitation, to assert claims on account of: (i) other obligations arising under agreements or arrangements or otherwise that may be deemed to be prepetition in nature; (ii) indemnification, setoff, recoupment or other rights; (iii) any consequential or other contractual damages; and (iv) any other causes of action sounding in contract, tort or otherwise, under statute or other applicable law, including counterclaims, relating to PBR Australia's agreements, arrangements and dealings with Delphi Automotive. PBR Australia further reserves the right to assert any administrative claims against the Debtor arising under agreements, arrangements or otherwise, including without limitation any right to assert that some or all of the amounts due are not prepetition claims.

Delphi Pre-petition Debt owed to PBR-Australia

Converted to USD at exchange rate at the time			
PBRA Accounts Receivable outstanding - P90 Front Calipers	\$ 293,078.71	\$ 214,885.31	0.7332
PBRA Accounts Receivable outstanding - U&W Shoe&linings	\$ 346,466.41	\$ 254,029.17	0.7332
P90 obsolescence claim - PBRA inventory and material	\$ 296,228.00	\$ 217,194.37	
less payment received (U&W Invoice 569145)	\$ (169,008.00)	\$ (123,916.67)	0.7332
Sub-total	\$ 766,765.12 (AUD)	\$ 562,192.18 (USD)	



FOLEY & LARDNER LLP
ATTORNEYS AT LAW
ONE DETROIT CENTER
500 WOODWARD AVENUE, SUITE 2700
DETROIT, MI 48226-3489
313.234.7100 TEL
313.234.2800 FAX
www.foley.com

March 30, 2006

CLIENT/MATTER NUMBER
064159-0101

United States Bankruptcy Court
Southern District of New York
Delphi Corporation Claims
Bowling Green Station
P.O. Box 5058
New York, New York 10274-5058

Re: Delphi Corporation Claims

Dear Sir/Madam:

Please find enclosed two (2) proofs of claim submitted in the above-referenced matter. The claims are being submitted on behalf of PBR Australia Pty. Ltd. ("PBR Australia"). PBR Australia is submitting two claims: one in the case captioned, In re Delphi Corporation, Case No. 05-44481; and one in the case captioned, In re Delphi Automotive Systems LLC, Case No. 05-44640.

Each of the two claims includes an original and two copies. PBR Australia requests that you return acknowledgment of receipt of such claims. Accordingly, I have included a self-addressed, stamped envelope for you to return acknowledgment of the claims.

If you have any questions with respect to these matters, please contact me at (313) 234-7111.

Sincerely,

A handwritten signature in black ink that reads "David G. Dragich".

David G. Dragich

BOSTON
BRUSSELS
CHICAGO
DETROIT

JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE

NEW YORK
ORLANDO
SACRAMENTO
SAN DIEGO

SAN DIEGO/DEL MAR
SAN FRANCISCO
SILICON VALLEY
TALLAHASSEE

TAMPA
TOKYO
WASHINGTON, D.C.

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: MERRILL LYNCH CREDIT PRODUCTS, LLC

PBR AUSTRALIA PTY LTD, a corporation organized under the laws of Australia, with offices located at 264 East Boundary Road, East Bentleigh, Victoria 3165, Australia ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of July 14, 2006, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to MERRILL LYNCH CREDIT PRODUCTS, LLC, its successors and assigns, with offices located at 4 World Financial Center, 7th Floor, New York, NY 10080 ("Buyer"), all right, title and interest in and to the unsecured claims in the amount of \$214,885.31 of Seller against Delphi Automotive Systems LLC, and its affiliates, docketed as Claim No. 2548 (the "Claims") in the United States Bankruptcy Court, Southern District of New York, Case No. 44640 (Jointly Administered under Case No. 05-44481 *in re* Delphi Corporation); provided, however, that SELLER does not assign and expressly reserves all right, title and interest in and to: (i) all claims described as "P90 obsolescence claim – PBRA inventory and material" in the proofs of claim dated March 28, 2006 filed by SELLER in the amount of \$217,194.37; and (ii) \$6,195.83 of the claim described as "PBRA Accounts Receivable outstanding – U&W Shoe&linings" in the proof of claim dated March 28, 2006 filed by SELLER in the amount of \$254,029.17.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 26 day of September, 2006.

PBR AUSTRALIA PTY LTD

By



(Signature of authorized corporate officer)

Name: John D. P. B.

Title: President

MERRILL LYNCH CREDIT PRODUCTS,
LLC

By:

(Signature of authorized corporate officer)

Name:

Title:

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: MERRILL LYNCH CREDIT PRODUCTS, LLC

PBR AUSTRALIA PTY LTD, a corporation organized under the laws of Australia, with offices located at 264 East Boundary Road, East Bentleigh, Victoria 3165, Australia ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of July 14, 2006, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to MERRILL LYNCH CREDIT PRODUCTS, LLC, its successors and assigns, with offices located at 4 World Financial Center, 7th Floor, New York, NY 10080 ("Buyer"), all right, title and interest in and to the unsecured claims in the amount of \$214,885.31 of Seller against Delphi Automotive Systems LLC, and its affiliates, docketed as Claim No. 2548 (the "Claims") in the United States Bankruptcy Court, Southern District of New York, Case No. 44640 (Jointly Administered under Case No. 05-44481 *in re* Delphi Corporation); provided, however, that SELLER does not assign and expressly reserves all right, title and interest in and to: (i) all claims described as "P90 obsolescence claim – PBRA inventory and material" in the proofs of claim dated March 28, 2006 filed by SELLER in the amount of \$217,194.37; and (ii) \$6,195.83 of the claim described as "PBRA Accounts Receivable outstanding – U&W Shoe&linings" in the proof of claim dated March 28, 2006 filed by SELLER in the amount of \$254,029.17.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the day of September, 2006.

PBR AUSTRALIA PTY LTD

**MERRILL LYNCH CREDIT PRODUCTS,
LLC**

By: _____
(Signature of authorized corporate officer)
Name:
Title:

By: _____
(Signature of authorized corporate officer)
Name: *Ron Totolo*
Title: *Vice President*